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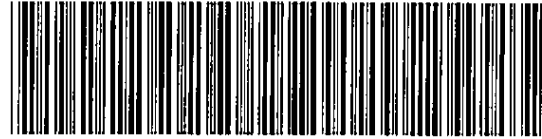
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The Sober Mind, Incorporated

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Susan A. Dawson  
\_\_\_\_\_  
Name (Printed or typed)

321 N. Devilliers St., Ste 209  
\_\_\_\_\_  
Address

Pensacola, FL 32501  
\_\_\_\_\_  
City, State & Zip

850-512-6574  
\_\_\_\_\_  
Daytime Telephone number

sdawson@thesobermind.org  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 28, 2019

SUSAN DAWSON  
321 N DEVILLIERS ST., STE 209  
PENSACOLA, FL 32501

SUBJECT: THE SOBER MIND, INCORPORATED  
Ref. Number: W19000079461

We have received your document for THE SOBER MIND, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Marti Simmons  
Regulatory Specialist II

Letter Number: 219A00017807

# **The Sober Mind, Incorporated**

## **ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION**

### **ARTICLE I            NAME**

The name of the corporation is **THE SOBER MIND, INCORPORATED**

### **ARTICLE II            PRINCIPAL OFFICE**

Principal street address:    321 N. Devilliers Street, Suite 209; Pensacola, FL 32501  
Mailing address:               Same as principal address

### **ARTICLE III**

The period of duration of this corporation is indefinite until such time as dissolution becomes necessary.

### **ARTICLE IV            PURPOSE**

In compliance with Chapter 617, F.S., (Not for Profit)

#### **Purpose:**

To provide substance abuse education, intervention, and prevention to all students in the Escambia County school system in grades 8 through 12, with the goal of including other counties in the state of Florida, as we become established.

#### **Mission:**

To educate middle and high school students as to the potential outcomes of making high risk substance abuse choices as well as the benefits of making low risk choices.

#### **The Limitations for this corporation as organized are:**

1. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, officer, or member of the corporation, or any private individual.
2. This organization is organized exclusively for charitable and educational purposes with the meaning of the section 501 (c) (3) of the Internal Revenue Code. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any

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TALLAHASSEE, FLORIDA

future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V**

The corporation shall have the power to establish and adopt Bylaws; to contract and be contracted with; to sue and be sued; to receive, accept, purchase, acquire or otherwise hold in any lawful manner, real and personal property and dispose of the same by gift, deed, sale or other lawful means; to form one or more subsidiary, for-profit-corporations in which the corporation is the sole shareholder; to form one or more not-for-profit corporations; any and all such subsidiaries shall be formed to provide services and/or revenue sources consistent with the purposes stated in Article IV.

## **ARTICLE VI**

The Board of Directors (Board) shall number not less than three (3) nor more than thirty (15). The number, qualifications, terms of office, manner of appointment of Directors and, time and place of meeting shall be such as are prescribed by the Bylaws of the corporation. The officers shall be appointed by the Founder for four-year terms. A quorum shall consist of a minimum of two Board members in attendance for the purpose of conducting all meetings. Each Board member may vote by written proxy presented to President prior to a meeting and each Board member shall have one vote on those issues requiring a vote. Only appointed Board members shall be permitted to vote; alternates shall not be allowed.

The Board may establish an Executive Committee composed of the Chair, Vice Chair, and Treasurer. A quorum of two shall be required to transact business or exercise powers of the Executive committee. The powers, duties and responsibilities of the Executive committee shall be provided in the Bylaws.

## **ARTICLE VII**

The Board shall have the general supervision, management, and control of the affairs and business of the corporation, as vested by law, including the power to buy, sell, acquire, or otherwise encumber the resources of the corporation for occupancy of real estate. Any such purchase, sale, acquisition or other encumbrance for the use of occupancy of the corporation must be approved by a majority of members in attendance. There shall be a Chair, Vice Chair, and Treasurer, who shall be appointed by the Founder and whose terms of office shall be four year.

## **ARTICLE VIII**

Membership in the corporation may be terminated in the manner provide, in the Bylaws of the corporation; and unless otherwise provided in the Bylaws, all rights of a member in the corporation shall cease on termination of membership.

## **ARTICLE IX            MANNER OF ELECTION**

Members shall be appointed by founder for first four years, after which time members will be elected by majority for the Board during last Board meeting of calendar year.

## **ARTICLE X**

The names and addresses of the Directors who shall first manage the affairs of the corporation until the first annual meeting of the membership, as provided in the Bylaws, and until their successors are appointed and qualified, are as follows:

**Irvin Williams, Ph.D., Chair**  
620 W. Mallory Street  
Pensacola, FL 32501

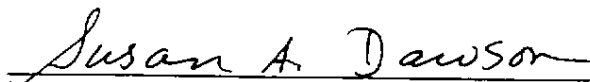
**Kenneth Thompson, Vice-Chair**  
8202 Emperor Road  
Pensacola, FL 32514

**Allen Matherin, Treasurer**  
9 Fenelon Street  
Dorchester, MA 02121

**Cindy Bradford**  
2900 E Lee Street  
Pensacola, FL 32505

The name and address of the Incorporator is as follows:

Susan A. Dawson, LMHC CAP SAP  
321 N. Devilliers Street, Suite 209  
Pensacola, FL 32501

  
Incorporator signature

## **ARTICLE XI**

The Articles of Incorporation may be amended and the Bylaws may be adopted, altered or rescinded by either written consent of two thirds of the corporation's voting members or the vote of two thirds of those members who are present and voting at a meeting duly called; upon written notice to the members for the specific purpose of amending the Articles of Incorporation or adopting, altering or rescinding the Bylaws.

No such amendment shall terminate, shorten or lengthen the term of office of any incumbent officer or Board member, nor shall it operate to disqualify any member who is in good standing on the date of adoption.


**ARTICLE XII: DISSOLUTION OF ORGANIZATION**

At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth:

- (a) The name of the corporation;
- (b) If the corporation has members entitled to vote on dissolution, the date of the meeting of members at which the resolution to dissolve was adopted, a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with s. 617.0701; and
- (c) If the corporation has no members or if its members are not entitled to vote on dissolution, a statement of such fact, the date of the adoption of such resolution by the board of directors, the number of directors then in office, and the vote for the resolution.

The name and address of the Registered Agent is as follows:

Susan A. Dawson, LMHC CAP SAP  
321 N. Devilliers Street, Suite 209  
Pensacola, FL 32501

  
Registered Agent signature